

Superseded 5/12/2015

48-3a-1043 Approval of conversion.

- (1) A plan of conversion is not effective unless it has been approved:
 - (a) by a domestic converting limited liability company by all the members of the limited liability company entitled to vote on or consent to any matter; and
 - (b) in a record, by each member of a domestic converting limited liability company that will have interest holder liability for debts, obligations, and other liabilities that arise after the conversion becomes effective:
 - (i) the operating agreement of the limited liability company provides in a record for the approval of a conversion or a merger in which some or all of its interest holders become subject to interest holder liability by the vote or consent of fewer than all the interest holders; and
 - (ii) the member voted for or consented in a record to that provision of the operating agreement or became a member after the adoption of that provision.
- (2) A conversion involving a domestic converting entity that is not a limited liability company is not effective unless it is approved by the domestic converting entity in accordance with its organic law.
- (3) A conversion of a foreign converting entity is not effective unless it is approved by the foreign entity in accordance with the law of the foreign entity's jurisdiction of formation.